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Robert A. Wimbish

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April 11, 2012

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APR 11 2012

SURFACE
TRANSPORTATION BOARD

BY HAND DELIVERY

Ms. Cynthia T. Brown, Chief
Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: *Adams-Warnock Railway, Inc. – Lease and Operation Exemption – Norfolk
Southern Railway Company, STB Docket No. FD 35614*

Dear Ms. Brown:

Enclosed are an original and eleven copies of a verified notice of exemption ("Notice") under 49 C.F.R. § 1150.31, pursuant to which Adams-Warnock Railway, Inc. ("AWRY") will lease and operate a rail line owned by Norfolk Southern Railway Company. Also enclosed are a caption summary in the prescribed format, and electronic versions of the entire Notice filing and the caption summary. Because the subject lease transaction will not include any interchange commitments, AWRY understands that the informational requirements of 49 C.F.R. § 1150.33(h) do not apply.

Pursuant to 49 C.F.R. § 1002.2(f)(11)(ii), enclosed is a check for \$1,800.00 covering the applicable filing fee. Please acknowledge receipt and filing of the Notice by time stamping the eleventh copy and returning it to the courier for return to me. If there are any questions about this matter, please contact me directly, either by telephone: (202) 663-7824 or by email: rwimbish@bakerandmiller.com.

Respectfully submitted.



Robert A. Wimbish
Attorney for Adams-Warnock Railway, Inc.

Enclosures

Cc: Bill Godlove, Christie Friedman

CHIEF OF BOARD
APR 11 2012
P.L. 115

FILED

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SURFACE
TRANSPORTATION BOARD

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BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 35614

ADAMS-WARNOCK RAILWAY, INC.
– LEASE AND OPERATION EXEMPTION –
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1150.31. ET SEQ.

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Suite 300
Washington, DC 20037
Phone: (202) 663-7824
Facsimile: (202) 663-7849

Attorney for Adams-Warnock Railway, Inc.

April 11, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 35614

ADAMS-WARNOCK RAILWAY, INC.
– LEASE AND OPERATION EXEMPTION –
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1150.31, ET SEQ.

Pursuant to 49 U.S.C. § 10502 and 49 C.F.R. § 1150.31, et seq. Adams-Warnock Railway, Inc. (“AWRY”), a noncarrier, hereby provides notice of its class exemption from the formal requirements of 49 U.S.C. § 10901 for a transaction wherein AWRY will lease from Norfolk Southern Railway Company (“NSR”) and will operate a rail line located in Garden City, GA, beginning just beyond the northernmost turnout switch at NSR milepost FL 5.5, and extending approximately 5,684 feet in a (generally) northeasterly direction to the end of track adjacent to the Savannah River (“the Line”). Upon consummation of the subject transaction, AWRY will become a rail common carrier.

In support of this Notice of Exemption, AWRY submits the following information as required by 49 CFR § 1150.33:

(a) Full name and address of applicant:

Adams-Warnock Railway, Inc.
#8 Godley Road
Savannah, Georgia 31407

(b) Applicant's Representative:

Robert A. Wimbish
Baker & Miller PLLC
2401 Pennsylvania Avenue, N.W.
Suite 300
Washington, DC 20037
Phone: (202) 663-7824; Facsimile: 202-663-7849
Email: rwimbish@bakerandmiller.com

(c) Statement that an agreement has been reached or details about when an agreement will be reached:

AWRY and NSR are completing a lease agreement pursuant to which AWRY will lease and operate the Line. The parties expect that the subject lease agreement will be completed during the 30-day period before the class exemption that AWRY has invoked may take effect.

(d) Operator of the property:

Upon consummation of the transaction contemplated herein, AWRY will operate the property (the Line).

(e) Summary of the proposed transaction –

(1) The name and address of the railroad transferring operating interests in the subject property:

Norfolk Southern Railway Company
Three Commercial Place
Norfolk, VA 23510

(2) The proposed time schedule for consummation of the transaction:

The parties intend to consummate the proposed transaction on or after May 11, 2012.

(3) The mileposts of the subject property, including any branch lines:

AWRY will lease from NSR and will operate a rail line segment (the Line) generally referred to as the Brampton Lead, beginning just beyond the northernmost turnout switch at NSR

milepost FL 5.5, and extending approximately 5,684 feet in a (generally) northeasterly direction to the end of track adjacent to the Savannah River. (The Line lacks official mileposts.) Included in the lease are all turnouts on the Line east of the NSR milepost FL 5.5 junction, and all side tracks and storage tracks connecting with the Line. The Line is located entirely in Garden City, GA.

(4) The total route miles being acquired:

The Line, excluding turnouts and side tracks, is 5,684 feet in length.

(f) Map:

Attached hereto as Exhibit A.

(g) Certificate of compliance with the provisions of 49 CFR § 1150.33(g):

Attached as Exhibit B is a certificate affirming that AWR Y's projected post-transaction annual revenues will not result in the creation of a Class II or Class I rail carrier so as to require processing of this notice under 49 C.F.R. § 1150.35.

(h) Interchange commitments:

AWRY will interchange traffic with NSR at Garden City, GA. The lease agreement that is in the process of being completed does not contain any provisions establishing interchange commitments in favor of any carrier with which AWR Y may connect. Moreover, NSR has instructed AWR Y that it may inform the Board that the agreement or agreements that ultimately will be executed by the parties will not contain any interchange commitments. Accordingly, AWR Y understands that the documentary requirements for transactions that include interchange commitments set forth at 49 C.F.R. § 1150.33(h) do not apply to this transaction.

Other information and supporting materials:

AWRY's projected revenues as a result of the subject transaction will be below the Class II carrier threshold. AWRY will become a Class III rail carrier. In addition, AWRY's projected annual revenues from its operation of the Line will not exceed \$5 million. See the certification attached as Exhibit B. For this reason, AWRY is not obligated to comply with the 60-day advance notice and posting requirements set forth at 49 C.F.R. § 1150.32(e).

A caption summary in the prescribed form is attached as Exhibit C to this notice.

The proposed transaction is not subject to environmental review. The proposed action will not exceed any of the thresholds set forth at 49 C.F.R. §§ 1105.7(c)(4) or (5). See 49 C.F.R. § 1105.6(c)(2)(i).

In addition, this transaction is exempt from historic review under 49 C.F.R. § 1105.8(b)(1). because the transaction contemplates continued rail operation. Further STB approval would be required for NSR to abandon the Line, and there are no plans to dispose of or to alter properties subject to STB jurisdiction that are 50 years or older. This action will not significantly affect the quality of the human environment or energy conservation.

Respectfully Submitted,



Robert A. Wimbish
Baker & Miller PLLC
2401 Pennsylvania Avenue, NW
Suite 300
Washington, DC 20037

Attorney for Adams-Warnock Railway, Inc.

DATED: April 11, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

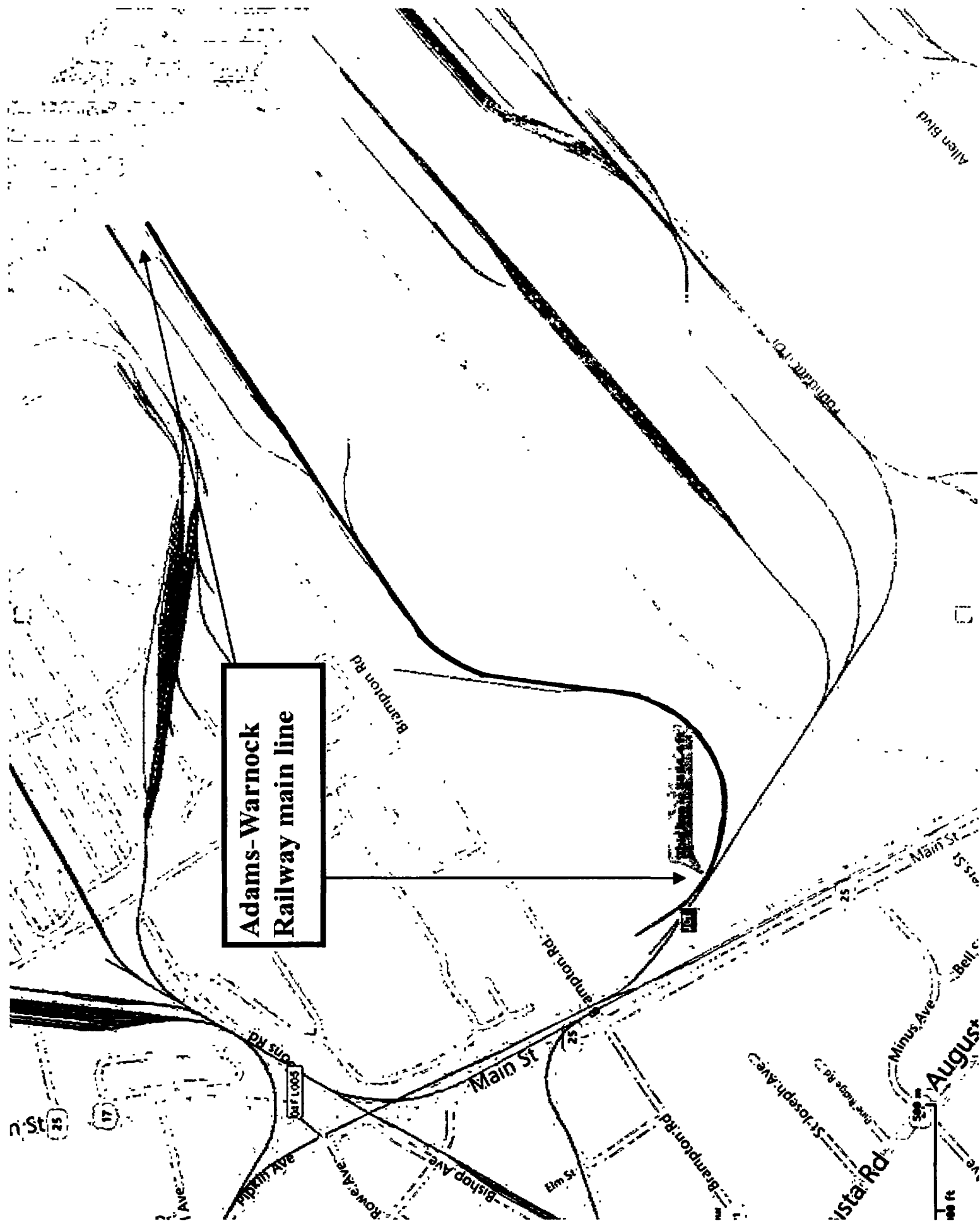
STB Docket No. FD 35614

ADAMS-WARNOCK RAILWAY, INC.
– LEASE AND OPERATION EXEMPTION –
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1150.31. ET SEQ.

EXHIBIT A

MAP



Adams-Warnock
Railway main line

Allen Blvd

1005

Brampton Rd

Main St

Bishop Ave

Rowe Ave

Vista Rd

Minus Ave

Bell c

St Joseph Ave

Ave

August

0 500 ft

25

17

1005

BEFORE THE
SURFACE TRANSPORTATION BOARD

STB Docket No. FD 35614

ADAMS-WARNOCK RAILWAY, INC.
– LEASE AND OPERATION EXEMPTION –
NORFOLK SOUTHERN RAILWAY COMPANY

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1150.31. ET SEQ.

EXHIBIT B

CERTIFICATE OF COMPLIANCE WITH 49 C.F.R. § 1150.33(g)

CERTIFICATION

I, Kimball A. Warnock, Sr., President of Adams-Warnock Railway, Inc. ("AWRR"), hereby certify that AWRR's projected annual revenues will not as a consequence of the transaction result in AWRR becoming a Class II or Class I rail carrier so as to require processing the foregoing notice of exemption under 49 C.F.R. § 1150.35. I also hereby certify that AWRR's projected annual revenues will not exceed \$5 million following consummation of the subject transaction

A handwritten signature in black ink, appearing to read "Kimball A. Warnock, Sr.", is written over a horizontal line.

Kimball A. Warnock, Sr
President
Adams-Warnock Railway, Inc.

April 10, 2012

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Docket No. FD 35614

**ADAMS-WARNOCK RAILWAY, INC.
– LEASE AND OPERATION EXEMPTION –
NORFOLK SOUTHERN RAILWAY COMPANY**

VERIFIED NOTICE OF EXEMPTION PURSUANT TO 49 C.F.R. § 1150.31, ET SEQ.

EXHIBIT C

CAPTION SUMMARY

SURFACE TRANSPORTATION BOARD

Notice of Exemption

STB Docket No. FD 35614

ADAMS-WARNOCK RAILWAY, INC.
– LEASE AND OPERATION EXEMPTION –
NORFOLK SOUTHERN RAILWAY COMPANY

Adams-Warnock Railway, Inc. (“AWRY”), a noncarrier, has filed a verified notice of exemption to lease from Norfolk Southern Railway Company (“NSR”) and to operate a rail line owned by NSR beginning just beyond the northernmost turnout switch at NSR milepost FL 5.5, and extending approximately 5,684 feet in a (generally) northeasterly direction to the end of track adjacent to the Savannah River. (The Line lacks official mileposts.) Included in the lease are all turnouts on the Line east of the NSR milepost FL 5.5 junction, and all side tracks and storage tracks connecting with the Line. The Line is located entirely in Garden City, GA. The subject rail line acquisition (by lease) and operation transaction qualifies for use of the class exemption procedures set forth at 49 C.F.R. § 1150.31, et seq.

AWRY certifies that, upon consummation of the transaction, AWRY’s projected annual revenues will not exceed those that would qualify it as a Class III rail carrier. In addition, AWRY’s annual revenues projected to derive from its operation of the Line will not exceed \$5 million, and, therefore, the requirements of 49 C.F.R. § 1150.32(e) do not apply. AWRY states that the lease does not involve any provision or agreement that could be construed as imposing an interchange commitment upon it.

The transaction is expected to be consummated on or after May 11, 2012.

If the verified notice contains false or misleading information, the exemption is void ab initio. Petitions to reopen the proceeding to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the effectiveness of the exemption. Stay petitions must be filed by _____ (at least 7 days before the exemption becomes effective).

An original and 10 copies of all pleadings, referring to STB Docket No. FD 35614, must be filed with the Surface Transportation Board, Office of the Secretary, Case Control Unit, 395 E street, SW. Washington, DC 20523-0001. In addition, a copy of each pleading must be served on AWRY's representative, Robert A. Wimbish, Baker & Miller PLLC, 2401 Pennsylvania Avenue, N.W., Suite 300, Washington, DC 20037.

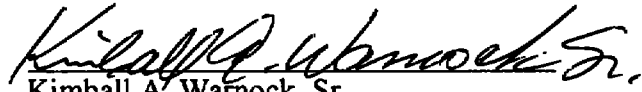
Board decisions and notices are available on our website at "WWW.STB.DOT.GOV."

Decided:

By the Board _____

VERIFICATION

Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury under the laws of the United States that I am authorized to make this verification on behalf of Adams-Warnock Railway, Inc., and that the information included in the foregoing notice of exemption is true and correct to the best of my knowledge and belief.

A handwritten signature in black ink, appearing to read "Kimball A. Warnock, Sr.", written over a horizontal line.

Kimball A. Warnock, Sr.

President

Adams-Warnock Railway, Inc.

April 10, 2012